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9 *Counsel for the Official Committee of Equity Security
Holders of USA Capital First Trust Deed Fund, LLC*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY Debtor) BK-S-06-10725-LBR)) Chapter 11))
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor) BK-S-06-10726-LBR)) Chapter 11))
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor) BK-S-06-10727-LBR)) Chapter 11))
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.) BK-S-06-10728-LBR)) Chapter 11))
In re: USA SECURITIES, LLC, Debtor.) BK-S-06-10729-LBR)) Chapter 11))
Affects)
<input type="checkbox"/> All Debtors)
<input type="checkbox"/> USA Commercial Mortgage Co.) Date: N/A
<input type="checkbox"/> USA Securities, LLC) Time: N/A
<input type="checkbox"/> USA Capital Realty Advisors, LLC)
<input type="checkbox"/> USA Capital Diversified Trust Deed)
<input checked="" type="checkbox"/> USA Capital First Trust Deed Fund, LLC)

**EIGHTH COVER SHEET APPLICATION FOR ALLOWANCE AND PAYMENT OF
MONTHLY INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES TO
SHEA & CARLYON, LTD., SPECIAL (LOCAL) COUNSEL TO THE OFFICIAL
COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST
DEED FUND, LLC FOR THE MONTH OF FEBRUARY, 2007 (AFFECTS USA CAPITAL
FIRST TRUST DEED FUND, LLC)**

1 Shea & Carlyon, Ltd. ("SC"), special (Nevada) counsel for the Official Committee of
 2 Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF
 3 Committee"), hereby submits this Eighth Cover Sheet Application for Allowance and
 4 Payment of Monthly Interim Compensation and Reimbursement of Expenses to Shea &
 5 Carlyon, Ltd., Special (Local) Counsel to the Official Committee of Equity Security Holders
 6 of USA Capital First Trust Deed Fund, LLC for the Month of February, 2007 (the
 7 "Application"), and respectfully represents as follows:

8 1. SC hereby applies to the Court for allowance and payment of interim
 9 compensation for services rendered and reimbursement of expenses incurred during the period
 10 commencing February 1, 2007 and ending February 28, 2007 (the "Application Period").

11 2. SC's fees for services rendered in the Application Period total \$97,492.00,
 12 representing 334.90 hours expended during that period. SC's expenses incurred in the
 13 Application Period total \$1,624.67. SC seeks allowance and payment of interim
 14 compensation for fees in the amount of \$77,993.60, representing 80% of the fees for services
 15 rendered during the Application Period, plus \$1,624.67, representing 100% of the expenses
 16 incurred during that period, for a total interim award of **\$79,618.27**.

17 3. Attached as **Exhibit "1"** hereto is the name of each professional who
 18 performed services in connection with this case during the Application Period and the hourly
 19 rate for each such professional. Attached as **Exhibit "2"** hereto is a summary of the expenses
 20 incurred during the Application Period. Detailed chronological schedules of both the time
 21 expended by SC professionals during the Application Period, as well as expenses incurred
 22 during that period, are attached hereto as **Exhibits "3"** and **"4"**, respectively.

1 4. This Application is being served electronically upon the Office of the United
2 States Trustee, the Debtors, the Debtors' restructuring professionals, the Debtors' counsel, and
3 counsel for each of the official committees appointed in these cases. In addition, this
4 Application is being served by mail upon the individual members of the FTDF Committee.
5

6 5. Pursuant to this Court's Administrative Order Establishing Procedures for
7 Interim Compensation and Reimbursement of Expenses of Professionals, entered on August
8 29, 2006, USA Capital First Trust Deed Fund, LLC (the "FTDF") is authorized to make the
9 payment requested herein without a further hearing or order of the Court unless an objection
10 to this Application is served upon SC on or before April 16, 2007. If such an objection is
11 filed, the FTDF is authorized to promptly pay the appropriate percentage of the amounts not in
12 dispute.
13

14 6. The payment of interim fees and reimbursement of expenses sought in this
15 Application is on account and is not final. Pursuant to Section II(B)(1)(c)(ii) of the Debtors'
16 Third Amended Joint Chapter 11 Plan of Reorganization (As Modified) [DE #1799], the
17 deadline for filing professional administrative claims is on April 26, 2007. On or before that
18 date, SC will seek fees and reimbursement of expenses incurred for the totality of the services
19 rendered in these cases. Any interim compensation approved by the Court and received by SC
20 will be credited against such final compensation as may be allowed by the Court.
21

22 7. Neither SC nor any member of SC's firm has any agreement or understanding
23 of any kind to divide, pay over or share any portion of the fees or expenses to be awarded to
24
25
26
27

1 SC with any other person or attorney except as between the professionals of SC's firm.¹

2 WHEREFORE, SC respectfully requests that the FTDF pay to Shea and Carlyon, Ltd.
3 interim compensation in the amount of \$79,618.27 as requested herein pursuant to and in
4 accordance with the terms of this Court's Administrative Order Establishing Procedures for
5 Interim Compensation and Reimbursement of Expenses of Professionals.

6
7 DATED this 23rd day of March, 2007.

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9
10 SHEA & CARLYON, LTD.



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¹ One of the firm's professionals, Dawn M. Cica, Esq., is affiliated with the firm on an "of Counsel" basis. Ms. Cica is a transactional attorney who was assigned a lead role in the negotiations, preparation, and consummation of the several Asset Purchase Agreements negotiated in this case and the documents related thereto.